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11 Attorneys for Plaintiffs

12 UNITED STATES DISTRICT COURT
13 SOUTHERN DISTRICT OF CALIFORNIA

14 SINDICATO DE EMPLEADOS Y
15 TRABAJADORES DE LA INDUSTRIA,
16 EL CAMPO Y EL COMERCIO DEL
17 ESTADO 29 C.R.O.M., a Mexican labor
18 union, and SINDICATO NUEVA
19 GENERACION DE TRABAJADORES
20 DE BAJA CALIFORNIA C.R.O.C., a
21 Mexican labor union;

22 Plaintiffs,

23 v.

24 CREDIT MANAGERS ASSOCIATION
25 OF CALIFORNIA, INC., dba CMA
26 BUSINESS CREDIT SERVICES, a
27 California non-profit corporation,

28 Defendant.

Case No.

**DECLARATION OF EDGAR PENA –
REPRESENTATIVE OF PLAINTIFFS**

I, Edgar Pena, declare:

1. I am over 18 years of age. I do not speak fluent English however the contents of this declaration were translated to me prior to my signing it and I approve its content. I have personal knowledge of all facts stated herein and if called to testify, I could and would testify competently and truthfully to them in a United States court of law.

2. I am duly authorized to represent the interests of both plaintiffs SINDICATO DE

1 EMPLEADOS Y TRABAJADORES DE LA INDUSTRIA, EL CAMPO Y EL COMERCIO
2 DEL ESTADO 29 C.R.O.M. ("ESTADO 29") and SINDICATO NUEVA GENERACION DE
3 TRABAJADORES DE BAJA CALIFORNIA C.R.O.C. ("NUEVA GENERACION"), in this
4 litigation taking place in the United States District Court for the Southern District of California.
5 Attached hereto as Exhibit A are true and correct copies of the Mexican powers of attorney that
6 have vested in me the power to make this declaration on the behalf of both plaintiffs.

7 **FACTS REGARDING LABOR UNION ESTADO 29**

8 3. Plaintiff ESTADO 29 has 25 members – all of whom are employees of the
9 Mexican company Alissimo, S.A. de C.V. ("Alissimo"). ESTADO 29 is a recognized labor
10 union in Baja California, Mexico and has a written collective bargaining agreement with
11 Alissimo.

12 4. At the present time, Alissimo is in breach of the collective bargaining agreement
13 because it has failed to pay its employees (the constituents of ESTADO 29) past wages and
14 benefits. As of December, 2007, the unpaid wages and benefits amounted to \$277,590.00. This
15 amount continues to grow because Alissimo is not paying the total of the wages at this time and
16 they continue to work for the company.

17 5. ESTADO 29 has been trying to collect the unpaid wages and benefits from
18 Alissimo for some time but has been unsuccessful. ESTADO 29 has learned that Alissimo has no
19 liquid assets in Mexico that can be used for the payment of wages. ESTADO 29 has also learned
20 that the only liquid asset that Alissimo has to satisfy the payment of the back wages are two
21 accounts receivable located in the United States and owed to the company by FlexTrim
22 California, Inc. and FlexTrim North Carolina, Inc., who I understand to be former customers of
23 Alissimo. It is my understanding that both of these accounts receivable are in the form of cash
24 and in the possession of a company called CMA Business Credit Services.

25 6. ESTADO 29 has authorized Mexican attorney Roberto Quijano to file a petition
26 on its behalf in the Junta Local de Conciliacion y Arbitraje de Tijuana, the state court of Baja
27 California in Tijuana for the purpose of freezing all of Alissimo's assets, wherever located, to
28 satisfy the payment of back wages owed to the employees of Alissimo.

1 7. Because Alissimo has no liquid assets located in Mexico to pay the back wages
2 and benefits, and because the company's only substantial liquid asset is the large receivable owed
3 by the FlexTrim companies (now in the possession of CMC Business Credit Services), if
4 ESTADO 29 is unable to access the FlexTrim receivable to pay the back wages, it will be left
5 with no remedy.

6 **FACTS REGARDING LABOR UNION NUEVA GENERACION**

7 8. Plaintiff NUEVA GENERACION has 19 members – all of whom are employees
8 of the Mexican company Resinas Laguna, S.A. de C.V. ("Resinas Laguna"). NUEVA
9 GENERACION is a recognized labor union in Baja California, Mexico and has been in
10 negotiations with Resinas Laguna for a collective bargaining agreement for some time but does
11 not currently have one in place today.

12 9. At the present time, Resinas Laguna, owes its employees past wages and benefits
13 that, as of December, 2007 amount to \$209,410.00. This amount continues to grow because
14 Resinas Laguna is not paying its workers at this time and they continue to work.

15 10. NUEVA GENERACION has been trying to collect the unpaid wages and benefits
16 from Resinas Laguna for some time but has been unsuccessful. NUEVA GENERACION has
17 learned that Resinas Laguna has no liquid assets in Mexico that can be used for the payment of
18 wages. NUEVA GENERACION has also learned that the only liquid asset that Resinas Laguna
19 has to satisfy the payment of the back wages are two accounts receivable located in the United
20 States and owed to the company by FlexTrim California, Inc. and FlexTrim North Carolina, Inc.,
21 who I understand to be former customers of Resinas Laguna. It is my understanding that both of
22 these accounts receivable are in the form of cash and in the possession of a company called CMA
23 Business Credit Services.

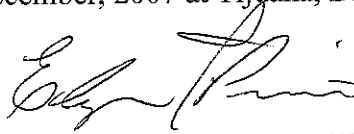
24 11. NUEVA GENERACION has authorized Mexican attorney Roberto Quijano to file
25 a petition on its behalf in the Junta Local de Conciliacion y Arbitraje de Tijuana, the state court of
26 Baja California in Tijuana for the purpose of freezing all of Resinas Laguna's assets, wherever
27 located, to satisfy the payment of back wages owed to its employees.

28 12. Because Resinas Laguna has no liquid assets located in Mexico to pay the back

1 12. Because Resinas Laguna has no liquid assets located in Mexico to pay the back
2 wages and benefits, and because the company's only substantial liquid asset is the large
3 receivable owed by the FlexTrim companies (now in the possession and control of CMA
4 Business Credit Services), if NUEVA GENERACION is unable to access the FlexTrim
5 receivable to pay the back wages, it will be left with no remedy.

6 I declare under penalty of perjury under the laws of the State of California that the
7 foregoing is true and correct.

8 Executed this 17th day of December, 2007 at Tijuana, Baja California, United States of Mexico.

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11 EDGAR PENA
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Sindicato de Empleados y Trabajadores de la Industria, el Campo y el Comercio del

"ESTADO 29" C.R.O.M.

AV. U.A.B.C. 2164
FRACC. MAESTROS UNIVERSITARIOS
EN MESA DE OTAY TIJUANA B.C.,



TEL-FAX (664) 623-20-46 Y 623-75-76
EMAIL: crom@prodigy.net.mx
REGISTRO SINDICAL 415

EDGAR PEÑA SILVA
P R E S E N T E .

El suscrito, PEDRO SEPULVEDA PALACIOS en mi carácter de Secretario General del Sindicato de Empleados y Trabajadores de la Industria el Campo y el Comercio del "ESTADO 29" C.R.O.M., con fundamento en lo previsto por el Artículo 692 Fracción I y IV , de la Ley Federal del Trabajo, otorgo a usted Poder amplio y bastante, que sea suficiente para que a mi nombre y representación comparezca ante cualquier tipo de Autoridad Nacional o Extranjera, con el objeto de realizar todos aquellos actos necesarios para la defensa de los intereses de los trabajadores miembros de este Sindicato, que laboren en la empresa ALISSIMO S.A. DE C .V., haciéndose esta enumeración en forma enunciativa y no limitativa.

Tijuana Baja California a 17 de Diciembre del 2007.

SINDICATO DE EMPLEADOS
Y TRABAJADORES DE LA INDUSTRIA
EL CAMPO Y EL COMERCIO
DEL ESTADO 29
REG. 415 C. R. O. M.

LIC. PEDRO SEPULVEDA PALACIOS

ACEPTO PODER

EDGAR PEÑA SILVA

TESTIGOS

Maria del Carmen Ávila G.

Maria del Carmen Ávila García
Misión San diego # 2937-301
Zona del Río, Tijuana Baja California

Blanca Velásquez Gutiérrez
Misión San Diego #2937-301
Zona del Río, Tijuana Baja California

**Union Of Employees And Workers Of The Industry, The Field And The Commerce Of
State 29 C.R.O.M.**

AV. U.A.B.C. 2164
FRACC. MAESTROS UNIVERSITARIOS
EN MESA DE OTAY TIJUANA B.C.

(((S E A L)))

TEL-FAX (664) 623-20-46 AND 623-75-76
EMAIL -crom@prodigy.net.mx
REGISTRY OF THE LABOR UNION 415

EDGAR PEÑA SILVA
P R E S E N T E.

The undersigned, **PEDRO SEPULVEDA PALACIOS** in my capacity of General Secretary of Union of Employees and Workers of the Industry, the Field, and the Commerce of Estado 29 C.R.O.M. (*SINDICATO DE EMPLEADOS Y TRABAJADORES DE LA INDUSTRIA EL CAMPO Y EL COMERCIO DEL "STATE 29" C.R.O.M.*), in accordance with the terms of Article 692 Section I and IV of the Federal Labor Law, I hereby grant to you a Power of Attorney as broad and sufficient as may be required, so that you may appear in my name and on my behalf before any governmental authority of any type, local or foreign and in general for all the necessary acts to defend the interests of the members of this Union, in particular those relating to the lawsuit filed against the company ALISSIMO, S.A. DE C.V., this is mentioned in an inclusive but not limited way.

Tijuana, Baja California on December 17, 2007..

(signature)

(((SEAL)))

UNION OF EMPLOYEES
WORKERS OF THE INDUSTRY,
THE FIELD AND THE COMMERCE
OF THE ESTADO 29
REG. 415 C.R.O.M.

PEDRO SEPULVEDA PALACIOS

I ACCEPT THE POWER OF ATTORNEY

(signature)

EDGAR PEÑA SILVA

W I T N E S S:

(signature)

(signature)

Maria del Carmen Aviles Garcia
Misión San Diego #2937-301
Zona Río, Tijuana, Baja California

Blanca Velásquez Gutiérrez
Misión San Diego #2937-301
Zona Río, Tijuana, Baja California

B

**SINDICATO "NUEVA GENERACION" DE
TRABAJADORES DE BAJA CALIFORNIA**

C.R.O.C.

Reg.3/92

Av. De las Gladiolas #4055-7B
Fracc. Del Prado, Tijuana B.C.

Tel. 6-81-30-26
6-81-07-55

EDGAR PEÑA SILVA
P R E S E N T E.

El suscrito, **ALEJANDRO PADRON ORTIZ** en mi carácter de Secretario General del Sindicato "Nueva Generación" de Trabajadores de Baja California, C.R.O.C., con fundamento en lo previsto por el Artículo 692 Fracción I y IV de la Ley Federal del Trabajo, otorgo a Usted poder amplio y bastante, que sea suficiente para que en mi nombre y representación comparezca ante cualquier tipo de autoridad nacional o extranjera y en general todos aquellos actos necesarios para la defensa de los intereses de los miembros de este Sindicato y en particular en relación a la demanda promovida en contra de la empresa RESINAS LAGUNA, S.A. DE C.V., haciéndose esta enumeración en forma enunciativa y no limitativa.

Tijuana, Baja California a 17 de Diciembre del 2007.



ALEJANDRO PADRON ORTIZ

ACEPTO PODER



EDGAR PEÑA SILVA

TESTIGOS:

Maria del Carmen Avila G.
Maria del Carmen Aviles Garcia
Misión San Diego #2937-301
Zona Río, Tijuana, Baja California

Blanca Velásquez Gutiérrez
Blanca Velásquez Gutiérrez
Misión San Diego #2937-301
Zona Río, Tijuana, Baja California

**UNION "NEW GENERATION" OF WORKERS OF BAJA CALIFORNIA
C.R.O.C.
Reg. 3/92**

Av. De las Gladiolas #4055-7B
Fracc. Del Prado, Tijuana B.C.
EDGAR PEÑA SILVA
P R E S E N T.

Tel. 6-81-30-26
6-81-07-55

The undersigned, **ALEJANDRO PADRON ORTIZ** in my capacity of General Secretary of UNION OF NEW GENERATION OF WORKERS OF BAJA CALIFORNIA C.R.O.C. (*SINDICATO NUEVA GENERACION DE TRABAJADORES DE BAJA CALIFORNIA C.R.O.C.*), in accordance with the terms of Article 692 Section I and IV of the Federal Labor Law, I hereby grant to you a Power of Attorney as broad and sufficient as may be required, so that you may appear in my name and on my behalf before any governmental authority of any type, local or foreign and in general for all the necessary acts to defend the interests of the members of this Union, in particular those relating to the lawsuit filed against the company RESINAS LAGUNA, S.A. DE C.V., this is mentioned in an inclusive but not limited way.

Tijuana, Baja California on December 17, 2007.

(signature)

ALEJANDRO PADRON ORTIZ

I ACCEPT THE POWER OF ATTORNEY

(signature)

EDGAR PEÑA SILVA

(((SEAL)))

W I T N E S S:

(signature)

(signature)

Maria del Carmen Aviles Garcia
Misión San Diego #2937-301
Zona Río, Tijuana, Baja California

Blanca Velásquez Gutiérrez
Misión San Diego #2937-301
Zona Río, Tijuana, Baja California